

EXHIBIT D

Case 98-27912-NLW Doc 299 Filed 02/23/00 Entered 02/25/00 14:35:00 Desc
Order Authorizing Grand Union to Issue a Stipulation as a Substitute Note to Kuntz Page 1 of 7

FILED
JAMES J. WALDRON

FEB 23 2000

RAVIN, GREENBERG & MARKS, P.A.
Co-Attorneys for The Grand Union Company
101 Eisenhower Parkway
Roseland, New Jersey 07068
(973) 226-1500
Morris S. Bauer (MB 6677)

U.S. BANKRUPTCY COURT
NEWARK, NJ
BY [Signature] DEPUTY

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In re : Chapter 11
THE GRAND UNION COMPANY, : Case No. 98-27912 (NLW)
Debtor. : Hearing Date: February 7, 2000

ORDER (A) AUTHORIZING GRAND UNION TO ISSUE A
STIPULATION AS A SUBSTITUTE NOTE TO KUNTZ AND
(B) DENYING KUNTZ CONTEMPT MOTION

This matter having been opened to the Court by William Kuntz, III, *pro se* on the application for the entry of an order vacating the January 19, 1999 claims expungement order, which order *inter alia* expunged an \$892,000 proof of claim filed by William Kuntz, III in the above captioned matter; and the Court having entered an order on August 20, 1999 denying Kuntz's motion for reconsideration and motion to vacate the January 19, 1999 claim expungement order and other relief (the "August 20 Order"); and it appearing that pursuant to the August 20 Order that Grand Union was directed to issue to Mr. Kuntz a Grand Union Capital Corporation 15.00% Series A Senior Zero Coupon Notes due 2004 in the face amount of \$892,000 (the "New Note") or provide Kuntz such reasonable substitute note or the like that would place Kuntz in the same position had

299

Case 98-27912-NLW Doc 299 Filed 02/23/00 Entered 02/25/00 14:35:00 Desc
Order Authorizing Grand Union to Issue a Stipulation as a Substitute Note to Ku Page 2 of 7

the subject note not been exchanged for warrants of Grand Union; and it appearing that by letter dated January 5, 2000 on notice to Kuntz, that Grand Union requested a conference call with the Court seeking the Court's determination that a certain stipulation in the form annexed hereto as Exhibit "A" (the "Stipulation") represents a reasonable substitute; and it further appearing that on or about January 12, 2000, Kuntz filed a motion seeking to hold Grand Union in contempt for not having reissued the note (the "Contempt Motion"); and it further appearing that the Court having conducted a telephonic hearing on January 26, 2000 and an in-court hearing on February 7, 2000 on adequate notice to all parties in interest; and the Court having read and considered the pleadings heretofore filed; and the Court having further considered the arguments of Mr. Kuntz and Ravin, Greenberg & Marks, P.A., counsel to Grand Union; and for good cause shown

IT IS on this 23rd day of Feb., 2000

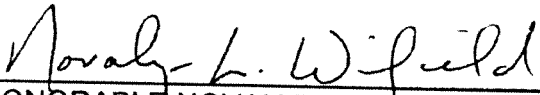
ORDERED, that the Contempt Motion be and hereby is denied; and it is further

ORDERED, that the Stipulation in the form annexed hereto as Exhibit "A" be and hereby is deemed an adequate and appropriate reasonable substitute note for purposes of satisfying Grand Union's obligation to provide Mr. Kuntz such reasonable substitute note or the like that would place Mr. Kuntz in the same position had the note identified as "Grand Union Capital Corporation 15.00% Series A Zero Coupon Notes due

Case 98-27912-NLW Doc 299 Filed 02/23/00 Entered 02/25/00 14:35:00 Desc
Order Authorizing Grand Union to Issue a Stipulation as a Substitute Note to Ku Page 3 of 7

2004 in the face amount of \$892,000", Certificate No. R-000806 not been exchanged for
Warrants of Grand Union; and it is further

ORDERED, that Grand Union be and hereby is directed to execute the
Stipulation and forward an original to Mr. Kuntz within ten (10) days of the entry of this
Order.


HONORABLE NOVALYN L. WINFIELD
UNITED STATES BANKRUPTCY JUDGE

\\Server\myfiles\Sondra\GRAND\GRA130.ord.stipKuntz
020800

Case 98-27912-NLW Doc 299 Filed 02/23/00 Entered 02/25/00 14:35:00 Desc
Order Authorizing Grand Juror to Issue a Stipulation as a Substitute Note to Ku Page 4 of 7

Case 98-27912-NLW Doc 299 Filed 02/23/00 Entered 02/25/00 14:35:00 Desc
Order Authorizing Grand Union to Issue a Stipulation as a Substitute Note to Ku Page 5 of 7

RAVIN, GREENBERG & MARKS, P.A.
Co-Attorneys for The Grand Union Company
101 Eisenhower Parkway
Roseland, New Jersey 07068
(973) 226-1500
Morris S. Bauer (MB 6677)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re	:	Chapter 11
THE GRAND UNION COMPANY,	:	Case No. 98-27912 (NLW)
Debtor.	:	

**STIPULATION BY THE GRAND UNION COMPANY RE:
WILLIAM KUNTZ, III GRAND UNION CAPITAL
CORPORATION NOTE**

WHEREAS, prior to September 17, 1997, William Kuntz, III held a certain "Grand Union Capital Corporation 15.00% Series A Senior Zero Coupon Notes due 2004 in the face amount of \$892,000", Certificate No. R-000806 (the "Old Note"); and

WHEREAS, the Old Note was exchanged for warrants ("Warrants") of The Grand Union Company ("Grand Union") on or about September 17, 1997; and

WHEREAS, on August 20, 1999, the United States Bankruptcy Court for the District of New Jersey in the chapter 11 proceeding of the Grand Union Company, Case No. 98-27912 entered an Order denying William Kuntz, III's motion for reconsideration and motion to vacate the January 19, 1999 claim Expungement Order and Other Relief, which Order, *inter alia*, provided that Grand Union was directed to reissue to Mr. Kuntz

a Grand Union Capital Corporation 15.00% Series A Senior Zero Coupon Notes due 2004 in the face amount of \$892,000 (the "New Note") or provide Mr. Kuntz such reasonable substitute note or the like that would place Mr. Kuntz in the same position had the subject note not been exchanged for warrants of Grand Union; and

WHEREAS, Grand Union has been informed by IBJ Schroder Bank & Trust Company n/k/a IBJ Whitehall Bank & Trust Company, the authenticating agent, and U.S. Bancorp f/k/a First Trust National Association that they no longer possess an inventory of note certificates; and

WHEREAS, as a result of the dissolution of Grand Union Capital Corporation ("GUCC"), GUCC is unable to issue a substitute note certificate.

NOW, THEREFORE, it is hereby stipulated as follows:

1. Grand Union acknowledges that Mr. Kuntz held the Old Note immediately prior to September 17, 1998.
2. Grand Union acknowledges that the Old Note was exchanged for Warrants to purchase common stock of The Grand Union Company on or after September 17, 1998.
3. Grand Union acknowledges that pursuant to the Order dated August 20, 1999, that Mr. Kuntz be and hereby shall be again considered the holder of a Grand

Case 98-27912-NLW Doc 299 Filed 02/23/00 Entered 02/25/00 14:35:00 Desc
Order Authorizing Grand Union to Issue a Stipulation as a Substitution Note to Ku Page 7 of 7

Union Capital Corporation 15.00% Series A Senior Zero Coupon Notes due 2004 in the
face amount of \$892,000, Certificate No. R-000806.

THE GRAND UNION COMPANY

By: _____
GLENN J. SMITH, ESQ.,
Corporate Counsel

DATED:

\\Server\myfiles\Sandra\GRANDIGRA129.stipulation